

First Union Rail Corporation

One O'Hare Center
6250 River Road, Suite 5000
Rosemont, Illinois 60018-4214
847 318-7575
Fax 847 318-7588

VIA FEDERAL EXPRESS



July 7, 1998

RECORDATION NO. 21484 FILED
JUL 8 '98 1-27 PM

Surface Transportation Board
Attn: Jan Fort
1925 K Street, N.W., Room 704
Washington, DC 20423-0001

Re: Memorandum of Lease Agreement

Dear Ms. Fort:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and two (2) copies of a Memorandum of Lease Agreement, dated July 1, 1995, a primary document as defined in the Board's Rules for the Recordation of Documents. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Burlington Northern Santa Fe Railway Company
2600 Lou Menk Drive
Fort Worth, Texas 76161-0034

A description of the railroad equipment covered by the enclosed document is set forth on Exhibit A, as attached to such Memorandum.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5355. Thank you for your cooperation in this matter.

Very truly yours,

A handwritten signature in cursive script that reads "Susan Grokulsky".

Susan Grokulsky
Manager - Documents Administration

Enclosures

(BNSF009/010)

ASSIGN: BNSF009/010

RECORDATION NO 21494 FILED
JUL 8 '98 1-27 PM

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 1st day of July, 1995, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Burlington Northern and Santa Fe Railway Company, a Delaware corporation ("Lessee").

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement, dated as of July 1, 1995, whereby Lessor has agreed to lease to Lessee certain railcars being described in more particular on Exhibit A attached, hereto, effective as of the date set forth above and subject to the terms, conditions and provisions of said Lease.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

By: J. J. Thomas

Name: JACK THOMAS
President

Title: _____

ATTEST:

By: Michelle Berg

Name: Michelle Berg

Title: Office Manager

Executed on this 9th day of February 1998.

[CORPORATE SEAL]

STATE OF Illinois

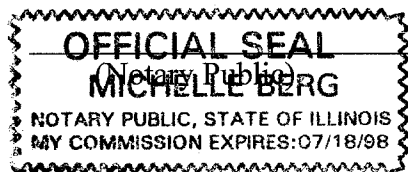
COUNTY OF Cook

I, Michelle Berg, a Notary Public in and for said state and county, certify that John J. Thomas personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 9th day of February, 1998.

Michelle Berg
Notary Public

My Commission Expires:



LESSEE:

BURLINGTON NORTHERN AND SANTA FE
RAILWAY COMPANY

By: Thomas J. Kucera

Name: Vice President, Com + Grain Ops

Title: _____

ATTEST:

By: _____

Name: _____

Title: _____ Executed on this ____ day of _____, 1998.

[CORPORATE SEAL]

STATE OF _____

COUNTY OF _____

I, _____, a Notary Public in and for said state and county, certify
that _____ personally appeared before me this day and
acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this ____ day of _____,
1998.

Notary Public

My Commission Expires:

(Notary Public)

EXHIBIT A
to
Memorandum of Lease

Up to One Hundred Forty-Five (145) Covered Hopper Railcars

Car Numbers

FURX	827500	RUSX	800467
FURX	827510	RUSX	800469
FURX	827590	RUSX	800470
FURX	829207	RUSX	800473
RUSX	800378	RUSX	800476
RUSX	800380	RUSX	800478
RUSX	800381	TGOX	008766
RUSX	800383	TGOX	008770
RUSX	800384	UMP	001103
RUSX	800387	UMP	481138
RUSX	800396	UMP	482588
RUSX	800397	UMP	483167
RUSX	800401	UMP	483200
RUSX	800403	UMP	483232
RUSX	800405	UMP	483245
RUSX	800407	UMP	483650
RUSX	800410	UMP	487939
RUSX	800413	UMP	487953
RUSX	800414	UMP	488493
RUSX	800417	UMP	489322
RUSX	800420	UMP	489417
RUSX	800422	UMP	489418
RUSX	800423	UMP	489421
RUSX	800426	UMP	489458
RUSX	800428	UMP	489473
RUSX	800429	UMP	489489
RUSX	800432	UMP	489493
RUSX	800433	UMP	830005
RUSX	800435	UMP	830015
RUSX	800444	UMPX	006548
RUSX	800446	XTRX	044700
RUSX	800447	XTRX	044702
RUSX	800448	XTRX	044703
RUSX	800449	XTRX	044706
RUSX	800450		
RUSX	800454		
RUSX	800459		
RUSX	800460		
RUSX	800465		
RUSX	800466		

FURX	843120
FURX	843121
FURX	843122
FURX	843123
FURX	843124
FURX	843125
FURX	843126
FURX	843127
FURX	843128
FURX	843129
FURX	843130
FURX	843131
FURX	843132
FURX	843133
FURX	843134
FURX	843135
FURX	843136
FURX	843137
FURX	843139
FURX	843140
FURX	843141
FURX	843142
FURX	843143
FURX	843144
NDYX	515300
NDYX	515301
NDYX	515302
NDYX	515308
NDYX	515309
NDYX	515312
NDYX	515313
NDYX	515319
NDYX	515322
NDYX	515326
NDYX	515329
NDYX	515331
NDYX	515338
NDYX	515339
NDYX	515341
NDYX	515343

NDYX	515348
NDYX	515350
NDYX	515364
NDYX	515365
NDYX	515372
NDYX	515373
NDYX	516397
NDYX	516398
NDYX	516399
NDYX	516400
NDYX	516401
NDYX	516402
NDYX	516406
NDYX	516407
NDYX	516409
NDYX	516410
NDYX	516413
NDYX	516416
NDYX	516417
NDYX	516420
NDYX	516422
NDYX	516423
NDYX	516425
NDYX	516429
NDYX	516432
NDYX	516433
NDYX	516435
NDYX	516441
NDYX	516447
NDYX	516448